

# *Tecolote Youth Baseball Bylaws*

## ARTICLE I

### NAME AND OBJECTIVE

**1.1: Name.** The name of this nonprofit corporation is TECOLOTE YOUTH BASEBALL, INC. ("Tecolote" or the "Corporation"). Tecolote is a member of PONY Baseball, Inc., a non-profit Pennsylvania corporation ("Pony"). Tecolote has no capital stock and is not operated for profit. Tecolote is incorporated as a domestic non-profit California corporation and has tax exempt status under Section 501(c)(3) of the Internal Revenue Code. Tecolote's tax i.d. number is 95-3382612.

**1.2: Objective.** Tecolote's objective is to teach its Playing Members the game of baseball while instilling the virtues of good sportsmanship, perseverance, responsibility, honesty and respect for authority, so that they may be well adjusted, stronger and happier children and will grow to be good, decent, healthy and trustworthy adults. The entire Tecolote community, including, but not limited to, Directors, Officers, team managers, coaches, parents and spectators, shall bear in mind that the attainment of exceptional athletic skill and/or winning of games is secondary and the fostering of the aforementioned virtues is paramount.

## ARTICLE II

### OFFICES AND BOUNDARIES

**2.1: Principal Office.** The principal office for the transaction of Tecolote's business and maintenance of Tecolote's corporate records shall be the residence of the current President of Tecolote. The financial records of Tecolote shall be stored at the residence of the Treasurer and/or CPA's office. Tecolote's mailing address is: 3077-B Clairemont Drive, Suite 240, San Diego, CA 92117.

**2.2: Tecolote's Boundaries.** Tecolote's boundaries shall be determined by Tecolote's Board of Directors ("Board") on an annual basis subject to approval by Pony's Division Director pursuant to Pony's Rules and Regulations ("Pony Rules"). Currently, Pony's West Zone has established San Diego County as the boundary for Playing Members of Tecolote.

## ARTICLE III

### BOARD OF DIRECTORS

**3.1: Powers.** The government of Tecolote shall be under the direct supervision of the Officers and the Board. Subject to the provisions of California's Corporation Code, including but not limited to Title I, Division 2, Part 2 Nonprofit Public Benefit Corporations, and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the Playing Members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

**3.2: Officers.** The Officers of Tecolote shall consist of the President, First Vice President, Second Vice President, Secretary and Treasurer.

**3.3: Board of Directors.** The Board shall consist of at least ten (10) individual members ("Directors"). All Directors are expected to attend every Board meeting, and meeting of any Committee to which they are assigned, unless excused by the President or other presiding Officer.

**3.4: Duties and Responsibilities:**

1. **President.** The Chief Executive Officer of Tecolote. He/she shall supervise, direct and control all affairs of Tecolote, preside at all Board meetings, Committee meetings and Playing Member drafts/Memorial Day Tournament and all-star team selections; and insure that rules, policies and principles of Pony and Tecolote are observed. He/she shall be the custodian of Tecolote's corporate records. The President shall only vote on matters (a) in order to break ties or (b) when one additional Board member is needed to establish quorum pursuant to these Bylaws.
2. **First Vice President.** The Assistant Executive Officer of Tecolote. In the absence of the President, the First Vice President shall discharge the duties of that office and in addition shall succeed to the office of President in the event of a vacancy (filling the vacancy shall not preclude such Director from continuing his/her managing or coaching duties). He/she shall organize and assume responsibility for Tecolote's fund raising events and activities as follows:
  - a. Team sponsorships and advertisements;
  - b. Maintain insurance for Tecolote
  - c. Coordination of Picture Day and Programs; and
  - d. Oversee social events and parent functions.
3. **Second Vice President.** In the absence of the President and First Vice President, the Second Vice President shall assume the duties of President. He/she shall also organize and assume responsibility for all matters pertaining to the following:
  - a. Field and building improvements and maintenance;

- b. Capital improvements;
  - c. Distribution of keys and locks as necessary; and
  - d. Coordination with various governing authorities having jurisdiction over Tecolote's fields.
4. **Treasurer.** The Chief Financial Officer of Tecolote. The treasurer shall be responsible for all of Tecolote's finances and shall:
- a. Maintain adequate and correct financial records for all Tecolote transactions, including Tecolote's assets, liabilities, receipts, disbursements, gains, losses and all income of any kind derived by Tecolote;
  - b. Deposit and disperse funds in accordance with Board policy;
  - c. Prepare and submit monthly financial statements;
  - d. Ensure all tax returns and tax obligations of Tecolote are timely filed.
5. **Secretary.** Shall attend all Board meetings and keep a record of the proceedings and attendance thereof and in addition shall:
- a. Assure that Robert's Rules of Order are maintained at all Board meetings;
  - b. Draft Board meeting minutes for review and approval within seven (7) days of the conclusion of each Board meeting; and
  - c. Solicit, receive and present to the Board and Playing Members Director nominations at Tecolote's annual election.
6. **Uniform Manager.** Responsible for purchase and inventory of all baseball uniforms (regular season, Memorial Day Tournament and all-star teams) and shall:
- a. Design uniform options for Board approval;
  - b. Order, pick-up and distribute uniforms;
  - c. Maintain an inventory log for all Tecolote owned uniforms to insure accountability;
  - d. Collect all Tecolote owned uniforms at the end of the season; and
  - e. Be in charge of uniform repairs and compliance with rules for uniforms.
7. **Equipment Manager.** Responsible for purchase and inventory of all baseball equipment and shall:
- a. Be responsible for first aid kits and field supplies (paint, bases, etc.) on all playing fields.
  - b. Maintain an inventory log for all equipment to insure accountability;
  - c. Collect all equipment bags at end of the season;
  - d. Be in charge of equipment purchases and repairs; and
  - e. Maintain pitching machines and pitching cages.

- f. Provide game and practice balls to all teams.
8. **Chief Umpire.** Responsible for controlling the field environment in which Playing Members play during Tecolote games and shall:
- a. Insure that qualified umpires are scheduled and present for all games (regular season, playoffs, Memorial Day Tournaments and all-stars);
  - b. Supervise training of umpires;
  - c. Solicit and present bids from umpire associations to the Board;
  - d. Handle all complaints involving umpires; and
  - e. Act as a safety officer.
9. **Official Scorekeeper.** Responsible for the supervision and training of Tecolote's scorekeepers and shall:
- a. Schedule an official scorekeeper meeting for each division before the spring season except Shetland;
  - b. Insure that each team has a team scorekeeper; and
  - c. Insure distribution of score books to each division and replace when needed.
10. **Division Representatives** (Pony, Bronco, Mustang, Pinto and Shetland). Responsible for all matters pertaining to the operation of their respective division including, but not limited to:
- a. Assist respective Player Agent in division draft and team selection (including Memorial Day Tournament and all-stars);
  - b. Oversee and ensure all managers and coaches perform background checks on an annual basis;
  - c. Regular season/playoffs game and practice scheduling;
  - d. Attend all Rules Committee meetings;
  - e. Collect team information for annual program; and
11. **Player Agents** (Shetland, Pinto, Mustang, Bronco and Pony). Responsible for establishing and maintaining player eligibility, qualification and selection and shall:
- a. Conduct and supervise Tecolote's tryouts (if applicable);
  - b. Preside over selection of Playing Members (i.e., draft, tournament and all-star);
  - c. Verify eligibility of Playing Members for Memorial Day Tournament and all-star teams;
  - d. Maintain team rosters;
  - e. Verify date of birth for all Playing Members;
  - f. Verify that Playing Members are in the proper division for their age and/or ability;
  - g. Oversee Field Day participation and waiver payments; and
  - h. Maintain Playing Member, parent and manager/coach relationships.

12. **Snack Bar Coordinator.** Responsible for all matters pertaining to operation of the snack bar.
13. **Webmaster/Social Media.** Shall be responsible for Tecolote's website, Facebook/social media internet presence and online registration process.
14. **Registration Coordinator.**
  - a. Shall oversee the registration process of Playing Members including working with the Marketing Committee on recruitment of Playing Members from neighboring communities;
  - b. Coordinate and oversee Playing Member assessments; and
  - c. Be in charge of registration payments, field day participation and coordinate activities associated therewith.
15. **Sponsorship Coordinator.**
  - a. Marketing to local businesses and Playing Members for sponsorships and donations to Tecolote;
  - b. Order and hang banners at Tecolote's fields for those sponsors that qualify for on field advertising;
  - c. Coordinate highlighted sponsors on Tecolote's website; and
  - d. Ensure all teams provide the minimum sponsorship amount as voted on by the Board.
16. **Tournament Director.** Coordinate and supervise Tecolote sponsored tournaments.
17. **Counsel** (non-voting position). Shall act as the legal adviser for Tecolote and annually review Tecolote's Bylaws and recommend any necessary changes to the Board. He/she shall be responsible for Tecolote's local playing rules and compliance with Pony rules and regulations and local and state laws, including but not limited to, concussion protocols.

**3.5: Election and Term of Board.** The Board shall be elected annually by the Playing Members at the first regularly scheduled Board meeting following closing ceremonies for the spring season. All Directors shall serve for a term to expire on the date of the first regularly scheduled Board meeting held after each year's closing ceremonies for the spring season. All nominations, which can come from any Director or Playing Member, shall be submitted to the Secretary at least seventy-two (72) hours before the start of closing ceremonies, and will be posted at the snack bar and on Tecolote's website at least twenty-four (24) hours prior to the start of that ceremony. The Secretary shall preside over the election.

A quorum of Playing Members shall be greater than fifty percent (50%) of the total number of Playing Member votes. If not enough votes are cast to constitute a quorum at the first regularly scheduled Board meeting held after closing ceremonies for

the spring season, then the Board shall be elected by the majority of the outgoing/ existing Board in attendance to vote. The nominee or the Playing Member so nominating that candidate shall have the right to address the Board and Playing Members, regarding the nominee's qualifications for that position, subject to the Board's usual rules of procedure.

**3.6: Officer/Director Vacancies.** The President, with approval of a majority of the existing Board in attendance to vote, may fill vacancies by appointment. This power shall be subject to exercise at any time during the term of the vacant Director's term of office. Such appointments shall be for a term to expire on the date of the first regularly scheduled Board meeting held after closing ceremonies for the spring season.

**3.7: Removal of Directors.** Any Director may be removed from the Board for/by the following reasons:

1. Failing to attend two (2) consecutive Board meetings; and then failing to attend the next Board meeting after written notification by the Secretary or President of that Director's required presence at the meeting (unless excused by the President, such Director shall be automatically removed without vote for failure to attend a meeting when requested in writing);
2. By the vote of two-thirds (2/3) of the Directors entitled to vote then in office; or
3. As provided by the laws of the State of California. The entire Board may be removed from office as provided by the laws of the State of California.
4. The discovery of a felony or any child related crime shall be grounds for dismissal from the Board by the President without a vote of the Board.

**3.8: Non-Liability of Directors.** The members of the Board, who serve without compensation, shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

**3.9: Insurance for Corporate Agents.** The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of California's Corporation Code.

**3.10: Execution of Instruments.** The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Director or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, Director, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**3.11: Gifts.** The Board may accept on behalf of the Corporation any contribution, gift, bequests, or devise for the charitable or public purpose of this Corporation.

**3.12: Maintenance of Corporate Records.** The Corporation shall keep at its principal offices (as defined in Section 2.1) in the State of California:

1. Minutes of all Board meetings, and committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses (such records can be maintained by the Treasurer or Tecolote's CPA at the discretion of the Board);
3. A record of its Playing Members, if any;
4. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Playing Members, if any, of the Corporation at all reasonable times during office hours.

## ARTICLE IV

### MEETINGS

**4.1: Board Meetings.** Board meetings, to the extent possible, will be held monthly at the same time and day each month (e.g., 6:30 p.m., first Thursday of every month) as approved by the Board. The President shall have the sole authority to change the date/time of any Board meetings for reasons, including but not limited to, attendance of Directors and establishment of a quorum at the meeting. Special Board meetings may otherwise be called at any time as allowed by these Bylaws. The President, or other presiding Officer, may excuse another Director from attendance and will so state this action in the minutes of the meeting. Seven (7) Directors shall be necessary to constitute

a quorum for the transaction of business. Every act or decision made during a properly noticed Board meeting, at which a quorum is present, shall be regarded as an official act of the Board.

**4.2: Special Meetings.** Special meetings of the Board may be called by the President, or by any two Directors, and such meetings shall be held at the place, within the County of San Diego, designated by the person or persons calling the meeting, and in the absence of such designation at the principal office of the Corporation. Notice of the time and place of such meeting shall be given to each Director upon twenty-four (24) hours' notice delivered personally or by telephone, text or e-mail. The general purpose of any such Board meeting need be specified in the notice.

**4.3: Waiver of Notice and Consent to Holding Meetings.** The transaction of any meeting of the Board, however called and noticed or wherever held, is valid as though the meeting had been duly held after proper call and notice, provided a quorum, as herein defined, is present. All such waivers, consents, or approval shall be filed with the corporate records or made a part of the minutes of the meeting.

**4.4: Order of Business.** Robert's Rules of Order shall govern proceedings of all Board meetings unless waived by the presiding Officer. The Secretary shall serve as the presiding Officer on such questions and in their absence the President or First Vice President.

**4.5: Voting.** At all Board meetings, voting shall be conducted in a manner prescribed by the presiding Officer. Only Directors who are present, and entitled by these Bylaws to cast a vote, are entitled to vote. All voting Director positions shall have one (1) vote; provided however, individuals holding more than one (1) Director position shall only be entitled to one (1) total vote.

**4.6: Committees.** The Board shall have the sole discretion to form or disband committees as, in the sound discretion of the Board, to assist in the management of Tecolote. The need for, duties and composition of any such committee shall also rest within the sound discretion of the Board. No committee, unless expressly allowed to do so by these Bylaws, shall have the authority to bind Tecolote through that committee's unilateral acts or omissions. Rather, unless specifically so authorized, each such committee shall act only in an advisory capacity to the Board, and the committee's acts or omissions shall not be those of Tecolote unless adopted or ratified by the Board.

**4.7: Rules Committee.** The Rules Committee ("Committee") has been created by the Board for the purpose of managing and controlling the playing aspects of Tecolote. This committee shall: (i) recommend all local playing rules and make recommendations regarding the playing aspects of Tecolote, including but not limited to field conditions/improvements; and (ii) be composed of the Chief Umpire; Official Scorekeeper and Division Representatives for all divisions of Tecolote.; Tecolote's Counsel shall serve as chairperson to preside over meetings of this Committee, who shall also present

the Committee' s recommendations to the Board for approval at the Board meeting held in November of each year and draft the final local playing rules for distribution.

**4.8: Exigency Matters.** Tecolote recognizes that occasions will arise in which Tecolote needs to make decisions quickly, without the luxury of even a Special Board Meeting. It is thought that this exigency will arise solely for issues regarding game protests, Playing Members, manager and coach discipline and selection of the Memorial Day Tournament/all-star teams. Should it appear to the President, in the good faith exercise of her/his discretion, that a quorum of the full Board cannot timely be assembled in person, the President shall have the option of coordinating a vote electronically so long as at least ten (10) Directors confirm their ability to vote within twelve (12) hours' from the President's initial correspondence calling for such vote.

If, and only if, the requisite Directors do not confirm their ability to vote, then the President shall appoint an Exigency Committee of at least five (5) disinterested Directors to vote on the matter at issue. The Board or Exigency Committee, of which the President shall not be a member, shall also accept and consider any written valid protest in accordance with Pony's Rules respecting protests and penalties. The decision of the Board or Exigency Committee is (i) final, (ii) not subject to appeal; and (iii) an official act of Tecolote authorized by these Bylaws. Electronic voting is permissible for all Exigency Matters.

**4.9: Closed Door Sessions.** In the event one of the Officers believes in the best interest of the Corporation and/or Board that a certain subject matter or vote (other than annual voting of the Directors) should be heard in a "closed door session" with only current Directors and no other Playing Member or individual, then the Board shall have the right to exclude any and all individuals from such discussion. Examples of matters that would be deemed, in the best interest of the Corporation and/or Board, to be heard in a "closed door session" are, including but not limited to; criminal backgrounds of managers and coaches, litigation involving the Corporation and approval of managers for Memorial Day Tournament and all-star teams.

## ARTICLE V

### MANAGERS AND COACHES

**5.1: Appointment.** Managers, must be at least eighteen (18) years of age, and coaches, at least sixteen (16) years of age, and shall be selected and approved by the respective Division Representative, which shall be subject, if necessary, to confirmation by Board present at a duly constituted meeting. Their term shall be the same as the Playing Members. Managers shall be allowed to name up to three assistant coaches but only one coach can be selected before teams are drafted or otherwise selected; provided however, in no event shall both the manager and selected coach be a parent of a Playing Member which are assessed as first round players. All managers and coaches are required to undergo background checks, of a form selected by the Board, and

concussion training before opening day of each season. A new background check and concussion training certification will be required each playing season. No manager or coach will be allowed on the field for games or practice until the background check and concussion training certification are received and verified by the respective Division Representative.

**5.2: Responsibilities.** Each manager shall answer to the Board. The manager shall supervise the team. Coaches shall assist managers and perform the duties of manager in manager's absence. The manager and coaches are a team working as one and shall:

1. Participate in the Playing Members' selection system adopted by Tecolote;
2. Conduct a parent meeting at the beginning of the season and communicate with team parents regarding discipline, participation, health and safety matters and notification of games and practices;
3. Select a team parent and scorekeeper to assist the team and Tecolote in carrying out its program and insure that the team scorekeeper is in attendance at each game;
4. Be responsible for the actions and behavior of Playing Members on the team while engaged in Tecolote activities;
5. Maintain discipline and harmony within the team and among individual Playing Members;
6. Respect the umpire's position of authority and abide by his/her decisions;
7. Instill in the Playing Members respect for adult leaders by cooperating with others in making the Tecolote program a mutual benefit to all youngsters;
8. Instruct the team in the fundamentals of baseball under Pony's Rules and Tecolote's local rules;
9. Assume responsibility for the accountability and return of any uniforms and equipment assigned to the team;
10. If a Playing Member leaves the team, he/she will advise their respective Player Agent and cooperate in the investigation as to why the Playing Member has quit. If possible, the Playing Member, parent, coaches and manager will be interviewed.; and
11. Maintain confidentiality of the priority of the selection of Playing Members at the draft, including Memorial Day Tournament and all-star

selections.

**5.3: Restrictions.** The President shall not manage or coach any team during the spring season. A Division Representative and Player Agent shall not manage or coach a team within his/her respective division nor oversee a division in which one of the children is participating in. These restrictions shall not be applicable to the Shetland and Pony Divisions or fall/winter season. The Chief Umpire shall not be permitted to hear any appeal or protest of any division in which he/she is a manager/coach or division in which one of their children are participating in (in this instance, the President, or if necessary another Officer, shall assume the role of Chief Umpire).

**5.4: Removal.** Any manager or coach may be removed by (i) resignation; or (ii) the President with approval of two thirds (2/3) of the Board for just cause. "Just cause" shall be defined to be any action by a manager or coach (i) in direct violation of Pony's Rules, Tecolote's local rules, Constitution, and/or Bylaws or (ii) which is determined by the Board to be detrimental to the best interests of Tecolote.

**5.5: Suspensions.** A manager or coach removed from a game by an umpire will not manage or coach the next scheduled game including play-off games. A manager or coach removed a second time by an umpire in one (1) season will be suspended indefinitely and may be reinstated only by the Board.

## ARTICLE VI

### FINANCIAL POLICY

**6.1: General.** The Board shall decide all matters pertaining to the finances of Tecolote unless otherwise stated herein. The Board shall cause all income to be placed in a Tecolote bank account and will govern expenditures in such manner as will give no individual or team an advantage over another team regarding equipment, uniforms or other Tecolote property.

**6.2: Disbursements.** Tecolote funds can be disbursed by debit card, electronically (PayPal, Venmo, etc.) or bank check that is signed by either the President, First Vice President or Treasurer. Single occasion, petty expenditures up to \$1,000.00 may be authorized by the President, First Vice President or Treasurer without Board approval. All other expenditures require Board approval before payment.

**6.3: Auditing.** An audit of Tecolote's financial records shall be conducted annually by a qualified CPA. Upon written request by a Playing Member to the President, the Treasurer shall permit such Playing Member to inspect any and all financial books or accounts of Tecolote in the presence of the Treasurer (at a mutually agreed upon time and place) within five (5) days from such request.

## ARTICLE VII

### PLAYING MEMBERS

**7.1: Playing Members:** Any currently registered children meeting requirements as to age and residence, as set forth in Pony's Rules, shall be eligible for participation as a Playing Member of Tecolote.

**7.2: Term of Membership.** The term of membership for Playing Members shall be from their date of registration until the end of that season, which shall be determined by the Board.

**7.3: Rights and Privileges:**

1. Voting: Each Playing Member shall have one vote. In recognition of the fact that Tecolote's Playing Members are minors, their vote, if at all, shall be cast by one parent or one legal guardian. No more than one total vote per family with multiple Playing Members registered in Tecolote.
2. Number of Memberships: There is no limit to the number of Playing Members the Corporation may admit. Membership is personal and no person shall have more than one membership at the same time.
3. Interest of Playing Member in Corporate Assets: No Playing Member shall own any, nor have any interest as an owner in, nor participate in the distribution of the assets of the Corporation. The Articles of Incorporation govern the disposition of the assets of the Corporation upon dissolution.

**7.4: Liabilities:** No Playing Member is or shall be personally liable for debts, liabilities, or obligations of the Corporation.

**7.5: Meetings:** All Playing Members may attend meetings of the Board and receive from the Corporation such reports and publications as may be provided from time to time by the Directors or committees of the Corporation. The Board shall have the right to exclude Playing Members from confidential matters that it deems in the best interest of all Playing Members should be discussed and heard by Directors only.

**7.6: Termination of Membership.** The membership of a Playing Member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to any Director personally or by mail. Such membership shall terminate upon the date of delivery of the notice or date of deposit in the mail;

2. Upon a determination by the Board that the Playing Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation; and/or
3. Upon a failure to pay dues on or before their due date. Such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such Playing Member.

## **ARTICLE VIII**

### **SPONSORS**

**8.1: Selection.** The Board shall approve the sponsors' advertising at Tecolote and participation in Tecolote's baseball program. The Board shall have the option of assigning this responsibility to the individual(s) charged with coordinating sponsorships for that season.

**8.2: Fees.** The Board, on an annual basis, shall determine the fee to be paid by sponsors. All sponsor fees shall be paid into Tecolote's bank account.

## **ARTICLE IX**

### **UNIFORMS**

**9.1: Uniforms.** The uniforms worn by the Playing Members of each team shall be subject to the approval of the Board. Tecolote supplied uniforms may not be substituted or altered, other than the addition of Playing Member names and numbers, without Board approval. No team is allowed to purchase their own uniforms or manager/coach shirts. All managers and coaches are required to wear baseball pants during the spring season and all-stars. Other than rain related gear, managers and coaches must wear league furnished shirts that must be visible at all times due to safety concerns related to players

## **ARTICLE X**

### **RULES OF PLAY**

10.1: Official Playing Rules. The official Pony Rules as adopted by Pony, as supplemented by Tecolote's local rules, shall govern Tecolote's baseball activities.

10.2 Local Playing Rules. Tecolote's local playing rules shall be adopted by the Board at a meeting to be held not later than one (1) month prior to the first scheduled game of each spring season. The adopted rules shall in no way conflict with Pony's Rules and are subject to revision as deemed necessary for the benefit of Tecolote in general.

### 10.3 Playing Members.

1. Each year all Playing Members shall be returned to the player pool and re-drafted by managers;
2. Team selection for Pinto, Mustang, Bronco and Pony divisions will follow the Tecolote draft rules for such divisions;
3. Team selection for Shetland will be determined by the Rules Committee, subject to approval by the Board; and
4. All Playing Members shall be assessed by the managers of their respective divisions and ranked in order by their composite score. Playing members of managers, and coaches selected prior to team selections, if any, shall be assessed by the Playing Agent and Division Representatives of their respective divisions and placed into the draft round of other Playing Members with comparable skills and abilities.
5. The Board is enforcing Pony's age guidelines with respect to a Playing Member's placement in a particular division (i.e. Pinto v. Mustang v. Bronco) absent an exceptional safety risk as determined by the respective Playing Agents and Division Representatives after assessment only. Playing Members shall only be allowed to assess in the division in which they are age eligible pursuant to Pony's age guidelines. All exceptions to Pony's age guidelines shall be determined before the drafts of each respective division.

## **ARTICLE XI**

### **MEMORIAL DAY TOURNAMENT AND ALL-STAR TEAMS**

11.1: Selection. Playing Members comprising Tecolote's representatives for Memorial Day Tournament and all-star play will be selected in accordance with Tecolote's local playing rules. The Board mandates that a Playing Member must play in at least seventy-five percent (75%) of the then season's regular season games in order to

be eligible for selection to the Memorial Day Tournament teams, including all-stars; unless this requirement is waived by the Board for a specific reason such as injury. The managers of Tecolote's Memorial Day Tournament and all-star teams must have served as a manager in the regular season and shall be confirmed by the Board. In order to be eligible for selection, managers must attend at least seventy-five percent (75%) of the then season's regular season games. The coaches for Tecolote's Memorial Day Tournament and all-star teams must have served as a manager or coach in the regular season and shall be subject to Board approval if necessary. Selection of the Memorial Day Tournament and all-star teams cannot be held or otherwise determined until after the first Board meeting in May of each calendar year or such earlier date as determined by the Board.

11.2 Notice. The manner in which Memorial Day Tournament and all-star teams will be selected and all other relevant factors will be made public before the official playing season begins.

## **ARTICLE XII**

### **CERTIFICATE OF MEMBERSHIP**

12.1: Pony Membership. Tecolote shall apply each year for a "Certificate of Membership" as required by Pony's Rules.

## **ARTICLE XIII**

### **AMENDMENTS**

13.1: Method. Any article or section of the Constitution and Bylaws of Tecolote may be amended or repealed by a two thirds (2/3) vote of the voting Directors present at any duly constituted meeting.

13.2: Recording Amendments: All amendments, repealed Bylaws, or adoption of any new Bylaws shall be attached to the minutes, along with the original Bylaws, with the date of meeting, kind of meeting and a record of the vote cast.

## **ARTICLE XIV**

### **FISCAL YEAR**

14.1: Fiscal Year of the Corporation: The fiscal year of the Corporation shall begin on the first day of January and end on the last day in December in each year.

## **ARTICLE XV**

### **TAX EXEMPT STATUS**

15.1: Bylaws: None of the rights, duties, or powers set forth in the Bylaws are intended to adversely affect the tax exempt status of this Corporation. Should any provisions be deemed to violate any state or federal law, or to adversely affect the Corporation's tax-exempt status, such provision shall be deemed null and void.

15.2: Prohibition Against Sharing Corporate Profits and Assets: No Director shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.